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(1930-1991)

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ADAM S. CALDWELL  
SANDRA GREINER GIBBS  
JAMES W. TOMLINSON  
MARK S. KRISTIANSEN  
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HEATHER M. WILSON  
DAVID N. TOBENKIN\*

July 12, 1999

99-251

\* ADMITTED IN OKLAHOMA ONLY  
\* ADMITTED IN CALIFORNIA ONLY

Frances Eisenstein, Esquire  
Federal Communications Commission  
International Bureau  
445 12th Street S.W.  
Room 6-C866  
Washington, D.C. 20554

**Re: Request for Transfer of Control of Section 214 Authorizations  
from MediaOne Group, Inc. to AT&T Corp.**

Dear Ms. Eisenstein,

Rick Kalb of the Cable Services Bureau suggested that I forward a copy of the referenced application to you for processing at the International Bureau.

Should you have any questions, please do not hesitate to call.

Very truly yours,

*Marlene Presley-Shoemaker*

Marlene Presley-Shoemaker  
Legal Assistant

cc: Alicia Smothers w/ enclosures

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

(1) LOCKBOX # 358145

PAGE NO. 1 OF 1

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Cole, Raywid & Braverman, L.L.P.

(3) TOTAL AMOUNT PAID (dollars and cents)

(4) STREET ADDRESS LINE NO. 1

1919 Pennsylvania Avenue, N.W.

Non-Streamlined

ITC-T/C-19990707-00404

MEDIAONE SHAREHOLDERS

(5) STREET ADDRESS LINE NO. 2

Suite 200

(6) CITY

Washington

(7) STATE

D.C.

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 659-9760

(10) COUNTRY CODE (if not in U.S.A.)

CS DKT 99-251

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

AT&T Corp

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

32 Avenue of the Americas

(14) CITY

New York

(15) STATE

NY

(16) ZIP CODE

10013

(17) DAYTIME TELEPHONE NUMBER (include area code)

212-387-4000

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID

N/A

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

1

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(19B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

I

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

\$

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(19C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

\$

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(19D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

\$

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

OUR REF. NO.	YOUR INV. NO.	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN
FILING FEE 1203/22					

**07-08-99 0358145 8145314 2 001 18**



**Mellon  
Bank**

**COLE, RAYWID & BRAVERMAN, L.L.P.**  
1919 PENNSYLVANIA AVENUE N.W.  
WASHINGTON, DC 20006-3458

**NATIONSBANK, N.A.**  
15-120-540

**59130**

CHECK NO  
**59130**

CHECK DATE  
**07/06/99**

VENDOR NO.  
**FCC**

PAY SEVEN HUNDRED EIGHTY AND 00/100 DOLLARS \*\*\*\*\* CHECK AMOUNT  
**\$780.00**

TO THE  
ORDER  
OF **FEDERAL COMMUNICATIONS COMMISSION**

⑈059130⑈ ⑆054001204⑆ 002086050059⑈

⑈0000078000⑈

*Before the*  
**FEDERAL COMMUNICATIONS COMMISSION**  
*Washington, DC 20554*

In the Matter of	)	
	)	
Media-One Group, Inc.	)	
	)	
Transferror,	)	
	)	File No. I-T-C-99-____
AT&T Corp.	)	
	)	
Transferree,	)	
	)	
Application for Authority Pursuant to	)	
Section 214 of the Communications Act of	)	
1934, as amended, for Transfer of Control	)	
of Authorizations to Provide International	)	
Resale Communications Services	)	

**APPLICATION FOR AUTHORITY TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18 of the FCC's Rules, 47 C.F.R. § 63.18, MediaOne Group, Inc. ("MediaOne") and AT&T Corp. ("AT&T") hereby request authority to transfer control to AT&T of Section 214 authorizations held by MediaOne subsidiaries. MediaOne, through its subsidiaries, currently holds 214 authority to operate as an international resale carrier between the United States and certain foreign points. See File No. I-T-C-97-093, granting MediaOne Telecommunications Corp. and MediaOne Business Services, Inc. ("MTC/MBSI") authority to operate as a reseller of international switched services; and File No. I-T-C-97-095, granting authority to MTC/MBSI to provide similar service to additional locations. By this

application, MediaOne and AT&T request that the FCC consent to the transfer of control of these Section 214 authorizations to AT&T.

This application is one of a series of applications being filed as a result of the proposed AT&T/MediaOne merger. Attached hereto as Exhibit 1 is a description of the transaction and demonstration that Commission approval of the proposed merger and this application will serve the public interest, convenience and necessity.

**INFORMATION REQUIRED BY SECTION 63.18**

Pursuant to Section 63.18(e)(5) of the Commission's Rules, MediaOne and AT&T submit the following information:

(a) Name and Address of Applicant:

MediaOne, Inc.  
188 Inverness Drive, West  
Englewood, CO 80112

Name and Address of Transferee:

AT&T Corp.  
32 Avenue of the Americas  
New York, NY 10013-2412

(b) MediaOne is a corporation organized under the laws of the State of Delaware.

AT&T is a corporation organized under the laws of the State of New York.

- (c) Correspondence concerning this application should be sent to:

For MediaOne:

Margaret Sofio  
Vice President, Legal  
MediaOne Group, Inc.  
188 Inverness Drive West  
Englewood, CO 80112  
303/858-5800 (telephone)  
303/858-3484 (facsimile)

With a copy to:

Robert L. James, Esq.  
Cole, Raywid & Braverman, L.L.P.  
Suite 200  
1919 Pennsylvania Avenue, NW  
Washington, DC 20006-3458  
202/659-9750 (telephone)  
202/452-0067 (facsimile)

For AT&T:

Mark C. Rosenblum, Esq.  
Vice President, Law and Public Policy  
AT&T Corp.  
295 North Maple Avenue  
Basking Ridge, NJ 07920  
908/221-3539 (telephone)  
908/953-8360 (facsimile)

With a copy to:

Mark D. Schneider, Esq.  
Sidley & Austin  
1722 Eye Street, NW  
Washington, DC 20006  
202/736-8058 (telephone)  
202/736-8711 (facsimile)

(d) MediaOne subsidiaries, MTC and MBSI, are authorized to operate as resellers of international switched voice communications services. *See* File Nos. I-T-C-97-093 and I-T-C-97-095. A description of the Section 214 authorizations already granted to AT&T is included as Exhibit 2 to this Application.

(e) Pursuant to this Application, MediaOne seeks authorization to transfer control of MediaOne's Section 214 authorizations to AT&T.

(f) Not applicable.

(g) Not applicable.

(h) A description of AT&T's affiliation with foreign carriers as defined in Section 63.18(h)(1) of the Commission's Rules is included herewith as Exhibit 2. AT&T further certifies that it has no affiliation with any U.S. facilities-based international carrier whose facilities-based services it plans to resell. Pursuant to Section 63.18(h)(2) of the Commission's Rules, AT&T reports that it has no shareholders that own or control ten percent or greater, directly or indirectly, of the shares of AT&T's stock. Information concerning the directors of AT&T's affiliated foreign carriers under Section 63.18(h)(1) also is included in Exhibit 3.

(i) AT&T has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flows between the U.S. and any foreign country which it serves. AT&T certifies it will not enter into such agreements in the future.

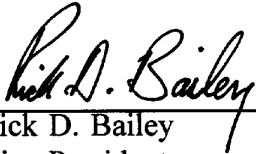
(j) AT&T certifies that no party to its Application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988.

## **Conclusion**

As demonstrated in Exhibit 1 hereto, a grant of this application will serve the public interest, convenience, and necessity because it will promote competition in the provision of telecommunications services and thereby advance the goals of the Commission's telecommunications policies. Accordingly, for the reasons stated above, it is respectfully requested that the Commission grant this application.

Respectfully submitted,

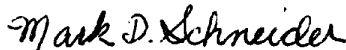
**AT&T Corp.**



---

Rick D. Bailey  
Vice President  
Federal Government Affairs  
AT&T  
1120 20th Street, NW  
Washington, DC 20036

Mark C. Rosenblum, Esq.  
Vice President Law and Public Policy  
AT&T  
295 North Maple Avenue  
Basking Ridge, NJ 07920



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Mark D. Schneider, Esq.  
Sidley & Austin  
1722 Eye Street, NW  
Washington, DC 20006  
202/736-8058

*Counsel for AT&T Corp.*

**MediaOne Group, Inc.**



---

Wesley R. Heppler, Esq.  
Robert L. James, Esq.  
Cole, Raywid & Braverman, L.L.P.  
Suite 200  
1919 Pennsylvania Avenue, NW  
Washington, DC 2000

*Counsel for MediaOne Group, Inc.*



**SECTION 1.2001 CERTIFICATION**

On behalf of AT&T Corp., and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither Applicant nor any party to this Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853(a).



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Rick D. Bailey  
Vice President, Federal Government Affairs  
AT&T  
1120 - 20th Street, NW  
Washington, DC 20036

Dated: \_\_\_\_\_

July 1, 1999

## **EXHIBIT 1**

## **EXHIBIT 2**

**Exhibit 2**

**SECTION 214 AUTHORIZATIONS**

### AT&T Section 214 Authorizations

Since January 1, 1984, AT&T has been granted numerous Section 214 authorizations by the FCC. The file numbers of these grants of Section 214 authority include:

ITC-94-081 (Feb. 26, 1996)  
ITC-93-162 (Jan. 30, 1995)  
ITC-94-061 (Feb. 25, 1994)  
ITC-93-062 (July 16, 1993)  
ITC-93-090 (June 23, 1993)  
ITC-92-179 (Nov. 27, 1992)  
ITC-92-053 (Aug. 19, 1992)  
ITC-91-135 (Jan. 13, 1992)  
ITC-91-136 (Jan. 10, 1992)  
ITC-91-191 (Dec. 5, 1991)  
ITC-90-163 (Dec. 28, 1990)  
ITC-90-097 (Dec. 10, 1990)  
ITC-90-072 (Dec. 10, 1990)  
ITC-90-081 (Dec. 10, 1990)  
ITC-89-086 (Nov. 15, 1989)  
ITC-89-129 (Sept. 28, 1989)  
ITC-88-216 (Feb. 13, 1989)  
ITC-88-214 (Nov. 21, 1988)  
ITC-88-182 (Oct. 17, 1988)  
ITC-88-039 (Sept. 16, 1988)  
ITC-88-071 (Sept. 15, 1988)  
ITC-88-080 (Aug. 9, 1988)  
ITC-87-099 (April 12, 1988)  
ITC-87-109 (Oct. 28, 1987)  
ITC-87-077 (June 26, 1987)  
ITC-86-180 (April 6, 1987)  
ITC-86-105 (Oct. 8, 1986)  
ITC-86-019 (Dec. 31, 1985)  
ITC-84-072 (June 8, 1984)

Through the grants of these authorizations and others by the FCC, AT&T and its subsidiaries provide telecommunications services in the United States and throughout the world.

## **EXHIBIT 3**

**Exhibit 3**

**FOREIGN AFFILIATES - SECTION 63.18(h)(1)**

AT&T AFFILIATES AS DEFINED IN 47 C.F.R. § 63.18(h)

<u>COUNTRY</u>	<u>ENTITY/VENTURE</u>	<u>% INTEREST</u>
Canada		
	AT&T Canada Corp.	31%
Mexico		
	Alestra S. de R.L. de C.V.	49%
Phillippines		
	Subic Telecommunications Company, Inc.	40%
United Kingdom		
	AT&T Communications (UK) LTD.	100%

The directors of AT&T and these affiliates are provided on the following pages. Additionally, AT&T has other subsidiaries and affiliates that are authorized and provided communications services in other countries but that have not previously qualified under the definition contained in Section 63.18(h). Nevertheless, these companies are identified following the list of officers and directors.



Directors of AT&T

C. Michael Armstrong  
Kenneth T. Derr  
M. Kathryn Eickhoff  
Walter Y. Elisha  
George J. C. Fisher  
Donald V. Fites  
Ralph S. Larsen  
Donald F. McHenry  
Michael I. Sovern  
Sanford I. Weill  
Thomas J. Wyman  
John D. Zeglis

Directors of Alestra S. de R.L. de C.V.

James Pagos  
Dennis Carey  
Carol Kneuff  
George Foyo  
Dionisio Garza Medina  
Eugenio Garza Laguera  
Ricardo Guajardo Touche  
Alfonso Gonzalez Migoya  
Peter T. Hutchison McDowall

Directors of AT&T Canada Corp.

James J. Meenan  
D. Craig Young  
Marc G. Fortier  
Alan D. Horn  
J. Mark A. MacDonald  
Jonathan M. Nelson  
Edward S. Rogers  
Paul J. Salem  
George C. Glover  
H. Purdy Crawford  
John Zeglis  
Phil Ladouceur

Directors of AT&T Communications (UK) LTD

Walter G. DeSocio  
J.A.C. MacFarlane  
Derek S. Hall  
Nelson A. Murphy  
Dennis Roth

Director of Subic Telecommunications Company, Inc.

Ramon S. Santiago  
Ferdinand M. Aristorenas  
George N. Lim  
Dave Ferguson  
Gregg Marshall

**AT&T'S ENTITIES & VENTURES -  
INTERNATIONAL OPERATIONS**

<u>COUNTRY</u>	<u>ENTITY/VENTURE</u>	<u>&amp; INTEREST</u>
Argentina	AT&T Servicios de Comunicaciones Argentina S.A.	100%
Australia	AT&T Communications Services Australia Pty. Limited	100%
	AT&T EasyLink Services Australia Ltd.	51%
Austria	AT&T Communications Services Austria Ges.m.b.H. (formerly "AT&T ISTEEL & Co. GmbH")	100%
Bahrain	AT&T Communications Services Gulf States Inc.	100%
Belgium	AT&T Communications Services S.A./N.V.	100%
Brazil	AT&T Servicios de Comunicacoes Brasil Ltda.	100%
Canada	AT&T Canada Enterprises Inc. (formerly "AT&T Canada Inc.")	100%
	AT&T Canada Corp.	31%
	AT&T Canada Cross Border Services Inc. (formerly "AT&T Communications Services Canada Inc.")	100%
	Eastern Telephone & Telegraph Co.	100%
	Unitel Communications Holdings Inc.	33%
	United Newfoundland	50%
Chile	AT&T Chile S.A.	100%
	AT&T Servicios de Comunicaciones Chile Limitada	100%
	EasyMail Chile S.A.	39%
	China AT&T China, Inc.	100%
Colombia	AT&T Colombia S.A. (formerly "AT&T Communications Services Colombia S.A.")	100%
	Celular Movil de Colombia, S.A.	12.5%
	Celumovil de la Costa, S.A.	12.5%
Costa Rica	AT&T Servicios de Comunicacion de Costa Rica S.A.	100%
Cuba	Cuba American Telephone & Telegraph Company	100%
Cyprus	AT&T Communications Services Cyprus Limited	100%
	AT&T Communications Services Overseas Limited	100%

Czech Republic	
AT&T Communications Services s.r.o.	100%
Telesource (Partnership)	33%
Denmark	
AT&T Communications Services Danmark [sic] A/S	100%
Dominican Republic	
AT&T Dominicana, C.por A. (formerly "AT&T Communications Services") Dominicana C. por A.")	100%
Ecuador	
AT&T Comunicaciones S.A.	100%
Otecel Telefonía Cellular S.A.	20%
Egypt	
AT&T Mediterranean Ltd.	100%
AT%T Egypt Ltd.	100%
El Salvador	
AT&T Communications Services de El Salvador S.A. de. C.V.	100%
Finland	
AT&T Finland OY	100%
France	
AT&T France S.A.	100%
Dataid Peat Marwick Systems S.A.	49%
Distrimatel S.A.R.L.	100%
Germany	
ACC Telekommunikations GmbH	100%
AT&T Communications Services Deutschland GmbH	100%
Mannesmann Achte Verwaltungsgesellschaft mbh ("MW GmbH")	15%
Mannesmann GmbH & Co. Beteiligungs KG ("MW KG")	15%
Mannesmann ARCOR AG ("ARCOR AB")	7.47%
Mannesmann ARCOR AG & Co. KG ("ARCOR KG")	7.47%
Greece	
AT&T Mediterranean Ltd.	100%
Guam	
Transoceanic Communications, Incorporated	100%
Guatemala	
ATT Servicios de Comunicaciones de Guatemala, S.A.	100%
Hong Kong	
AT&T China, Inc.	100%
AT&T Easylink Services Asia/Pacific Ltd.	100%
AT&T Asia/Pacific Group Limited (formerly "AT&T Hong Kong Ltd.")	100%
Grand Pastures, Ltd.	100%
Ricsson Information (Hong Kong) Limited	35%
SmarTone Mobile Communications Ltd.	16.67%

Hungary		
	AT&T Communications Services Hungary Kft.	100%
India		
	AT&T Communication Services India Pvt. Ltd.	100%
	AT&T India Ltd.	100%
	Birla AT&T Communications Limited (formerly "Birla Communications Limited")	49%
	Birla Telecom Ltd.	39%
Indonesia		
	AT&T Communications Services Asia/Pacific Inc.	100%
Ireland		
	AT&T Communications Services Ireland Ltd.	100%
Israel		
	AT&T Mediterranean Ltd.	100%
	Goldnet (Partnership)	38%
Italy		
	AT&T Communications Services Italia S.p.A. (Formerly "AT&T Network Systems Italia s.r.l.")	100%
Jamaica		
	Jamaica Digiport International Ltd.	35%
	Transoceanic Communications, Incorporated	100%
Japan		
	AT&T Japan Ltd. (formerly "AT&T Communications Services Japan Ltd.")	100%
	(AT&TJens Corporation	66.7%
	AT&T Software Japan Ltd.	80%
Kenya		
	AT&T Communications Services Africa Inc.	100%
Korea		
	AT&T Communications Korea Ltd.	100%
	AT&T Global Communications Services Inc.	100%
Kuwait		
	AT&T Communications Services Gulf States Inc.	100%
Luxembourg		
	AT&T Luxembourg S.A.	100%
Malaysia		
	AT&T Communications Services Malaysia Sdn. Bhd.	100%
Maritius		
	AT&T Cellular Private Limited	100%
	AT&T Mauritius Private Limited	100%
Mexico		
	AT&T Communications Americas, Inc. - Mexico Branch Office	100%
	AT&T de Mexico, S.A. de C.V. (formerly "AT&T Servicios de Telecomunicaciones de Mexico S.A.	

de C.V.")	100%
Alestras S. de R.L. de C.V. (formerly "Servicios de la Republica S. de R.L. de C.V.")	49%
Midway Islands	
Transoceanic Communications, Incorporated	100%
Netherlands	
AT&T Communications Services Nederland B.V.	100%
AT&T Unisource Communications Services N.V. (formerly "Uniworld N.V.")	40%
AT&T Unisource Communications Services V.O.F. (formerly "Uniworld V.O.F.")	39.96%
Norway	
AT&T Norga A/S	100%
Panama	
AT&T Communications Services de Panama S.A.	100%
Philippines	
AT&T Communications Services Philippines Inc.	100%
Subic Telecommunications Company, Inc.	40%
Poland	
AT&T Communications Services Polska Sp.zo.o.	100%
Puerto Rico	
AT&T of Puerto Rico Inc.	100%
Russia	
AT&T CIS Ltd. - Russia Representative Office	100%
A/O Telmos	40%
ROSNET International J.S.C.	55%
Saudi Arabia	
AT&T Communications Services Gulf States Inc.	100%
Singapore	
AT&T Singapore Pte. Ltd. (formerly "AT&T Communications Services Singapore Pte. Ltd.")	100%
South Africa	
AT&T Communications Services South Africa (Proprietary) Limited	100%
Spain	
AT&T Espana, S.A.	100%
Sweden	
AT&T Communications Services Sweden AB	100%
Switzerland	
AT&T International, S.A.	100%
Taiwan	
AT&T Communications Services Taiwan Inc.	100%
Far EasTone Telecoms Ltd.	14.2%
Thailand	
AT&T Communications Services Thailand Ltd.	100%
Turkey	

AT&T Mediterranean Ltd.	100%
AT&T Communications Services Ltd.	100%
Ukraine	
AT&T Communications Services Ukraine Ltd.	100%
UTEL	19.5%
United Arab Emirates	
AT&T Communications Services Gulf States Inc.	100%
United Kingdom	
Abbey Business Consultants Limited (Dormant)	100%
ABC TravelBank Limited	50%
AI Deritend Limited (Dormant)	100%
AT&T Business Communications Europe Ltd.	100%
AT&T Communications (UK) Ltd.	100%
AT&T Global Services	100%
AT&T ISTEEL	100%
AT&T Limited	100%
AT&T (UK) Holdings Limited	100%
AT&T (UK) LTD.	100%
Belmin Systems Limited (Dormant)	100%
BL Systems Limited (Dormant)	100%
Computer Systems Development (CSD) Limited (Dormant)	100%
Computise Limited	100%
CSD (UK) Limited	100%
DCB Systems Limited (Dormant)	100%
Facilities Management Services Limited (Dormant)	100%
Global Communications Services	100%
InView Limited	100%
Mycrom Computers Limited (Dormant)	100%
CSD (UK No.2) Limited	
(formerly "Personal Networking Limited")	100%
The Exchange Network Services Limited	33%
The Insurance Trading Exchange Limited	33%
VIEWTEL Holdings Limited (Dormant)	100%
W.P. Associates Limited (Dormant)	100%
United States	
AT&T China, Inc.	100%
AT&T Communications Americas, Inc.	100%
AT&T Communications Services Africa Inc.	100%
AT&T Communications Services Asia/Pacific Inc.	100%
AT&T Communications Services Gulf States Inc.	100%
AT&T Communications Services Holdings Inc.	100%
AT&T Communications Services International Inc.	100%
AT&T Communications Services Ltd	100%
AT&T Communications Services Taiwan Inc.	100%
AT&T Communications Services Taiwan Ltd.	100%

AT&T Communications Services Ukraine Ltd.	100%
AT&T Global Communications Services Inc.	100%
AT&T India Ltd.	100%
AT&T Investments UK Inc.	100%
AT&T In View Inc.	78.33%
AT&T Mediterranean Ltd.	100%
AT&T Middle East Ltd.	100%
AT&T of Puerto Rico, Inc.	100%
AT&T Pan-European Services, Inc.	100%
AT&T ROSNET International, Inc.	100%
AT&T Solutions, Inc.	100%
AT&T Seamless Services, Inc.	100%
AT&T Telecom Mexico, Inc.	100%
AT&T Venezuela Holdings Ltd (formerly "AT&T Communications Services CIS Ltd.")	100%
AT&T Vietnam Ltd. (formerly "AT&T Delaware Inc.")	100%
AT&T of the Virgin Islands, Inc.	100%
AT&T Wireless Services, Inc. (formerly McCaw Cellular Communications, Inc.)	100%
Global Card Holdings Inc.	100%
Global Card Holdings LLC	100%
AT&T World Personnel Services Inc.	100%
Interchange Holdings International Inc.	100%
McCaw Cellular Communications of Colombia, Inc.	100%
McCaw Cellular Communications of Israel, Inc.	100%
McCaw Cellular Communications of Spain, Inc.	100%
McCaw Communications de Colombia, Inc.	100%
McCaw Communications of Ecuador, Inc.	100%
McCaw Communications of Ireland, Inc.	100%
McCaw Communications of Latin America, Inc.	100%
McCaw Communications of Panama, Inc.	100%
McCaw Communications of Thailand, Inc.	100%
McCaw Far East Holdings, Inc.	100%
McCaw Global Communications, Inc.	100%
McCaw Messaging of Mexico, Inc.	100%
McCaw Unrestricted Holdings, Inc.	100%
Telehouse International of America	8%
Transoceanic Communications, Incorporated	100%
World Partners Company	40%
Venezuela	
AT&T Communications Services Venezuela S.A.	100%
VenWorld Telecom	5%
Virgin Islands	
AT&T Foreign Sales Corporation	100%
AT&T of the Virgin Islands, Inc.	100%